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12 *Proposed Counsel to the Official Committee*

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**IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE DISTRICT OF NEVADA**

In re:

**THE RHODES COMPANIES,**  
 aka "Rhodes Homes, *et al.*,"

Debtors.

Case No. BK-S-09-14814-LBR  
 (Jointly Administered)

Chapter 11

Honorable Linda B. Riegler

**COMMITTEE'S APPLICATION  
 FOR AUTHORIZATION TO ENGAGE  
 PARSONS BEHLE & LATIMER  
AS ITS COUNSEL**

The Official Committee (the "Committee") of Unsecured Creditors of the Rhodes Companies *et. al*, LLC, (the "Debtors"), by and through its Chairperson, hereby applies, pursuant to 11 U.S.C. §§ 330 and 1103 and Rule 2014 of the Federal Rules of Bankruptcy Procedure, for authorization to engage Parsons Behle & Latimer ("Parsons Behle" or the "Firm"), as counsel to the Committee, and respectfully states as follows:

1. The Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code"), on March 31, 2009.

1           2.       No trustee or examiner has been appointed in these cases. The Debtors continue to  
2 manage their assets and operate their businesses in the ordinary course as debtors and debtors in  
3 possession under sections 1107 and 1108 of the Bankruptcy Code.

4           3.       The Committee was formed by the appointment of its members by the United  
5 States Trustee on May 26, 2008. *See* Case No. 09-14814, Docket No. 201.

6           4.       The Committee selected Parsons Behle as its counsel on May 29, 2009. It selected  
7 the Firm because of Parsons Behle's general capabilities and, in particular, Mr. J. Thomas  
8 Beckett's experience in representing creditors committees in bankruptcies where the secured debt  
9 was arranged by Credit Suisse.  
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11           5.       The professional services that the Committee desires Parsons Behle to render in-  
12 clude:

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- 14           a.       Investigating the propriety and enforceability of the First and Second Lien  
Lenders' liens on property of the Debtors' estates;
  - 15           b.       representing the Committee in its investigation of, analysis of and consulta-  
16 tions with the Debtors concerning, the history, operation and / or  
liquidation of the Debtors' businesses and assets and the administration of  
17 the Debtors' cases;
  - 18           c.       representing the Committee and the interests of unsecured creditors in  
19 negotiations toward, and confirmation and consummation of, any reor-  
ganization plan;
  - 20           d.       representing the Committee and the interests of unsecured creditors in all  
21 matters before this Court in this case; and
  - 22           e.       performing all other necessary legal services that are in the best interest of  
23 the Committee and the unsecured creditors of the Debtors.

24           6.       To the best of Applicant's knowledge, neither Parsons Behle nor Mr. Beckett (i)  
25 has any connection with the Debtors, the Debtors' creditors, any other party in interest, their re-  
26 spective attorneys and accountants, the United States Trustee, or any person employed in the of-  
27 fice of the United States Trustee, (ii) holds or represents any interest adverse to the Debtors, their  
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1 estates, or the Committee, and (iii) and are "disinterested persons," as defined in 11 U.S.C.  
 2 §101(14), except:

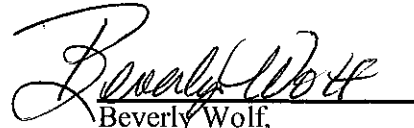
- 3 1. Since April, 2008, Parsons Behle, and in particular Mr. Beckett, has represented  
 4 the Official Committee of Unsecured Creditors in the Utah 7000 (Promontory  
 5 Development) bankruptcy cases currently pending in Utah.
- 6 2. Credit Suisse, Cayman Islands Branch, is the Agent for the First Lien Lenders in  
 7 the Utah 7000 cases, and it is also the Agent for the First Lien Lenders in the  
 8 above-captioned cases.
- 9 3. In addition, Wells Fargo Bank, N.A., is the Agent for the Second Lien Lenders in  
 10 the Utah 7000 cases, and it is also the Agent for the Second Lien Lenders in the  
 11 above-captioned cases.
- 12 4. Since December, 2008, Parsons Behle, and in particular Mr. Beckett, has  
 13 represented the Official Committee of Unsecured Creditors in the Yellowstone  
 14 Mountain Club bankruptcy cases currently pending in Montana.
- 15 5. Credit Suisse, Cayman Islands Branch, is the Agent for the First Lien Lenders in  
 16 the Yellowstone cases, and Credit Suisse is the Agent for the First Lien Lenders in  
 17 the above-captioned cases.

18 7. Mr. Beckett will be primarily responsible for the Firm's representation of the  
 19 Committee. His billing rate is \$425 per hour. Other attorneys and paraprofessionals at the Firm  
 20 will assist on an as-needed basis. Mr. Beckett will make every reasonable effort to have the  
 21 Committee's legal work performed by the lowest costing professional with the necessary experi-  
 22 ence. Parsons Behle will not, in this engagement, charge for the unproductive travel time of any  
 23 of its shareholders or employees.

24 8. Neither Mr. Beckett nor Parsons Behle represents any interest adverse to the Com-  
 25 mittee, the Debtors, or the Debtors' estates in the matters upon which they are to be engaged, and  
 26 the Firm's engagement will be in the best interest of the Debtors' estates and creditors.

27 **WHEREFORE**, the Committee prays that its engagement of the Firm under the terms  
 28 specified herein with its compensation to be approved by the Court.

Dated: June 11, 2009.



Beverly Wolf,  
As Chairperson of the Committee

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